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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 20-F

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(B) OR 12(G) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2011.

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

For the transition period from _____ to _____

Commission file number: 001-35145

NETQIN MOBILE INC.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Cayman Islands

(Jurisdiction of incorporation or organization)

No. 4 Building

11 Heping Li East Street

Dongcheng District

Beijing 100013

The People's Republic of China

(Address of principal executive offices)

Suhai Ji, Chief Financial Officer

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No. 4 Building

11 Heping Li East Street

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DEFENDANT'S
EXHIBIT**B**

Table of Contents***Investing Activities***

Net cash provided by or used in investing activities largely reflected placement and maturities of term deposits, purchase of and proceeds from disposal of short-term investments, loan advanced to a mobile payment service provider and purchase of property and equipment and intangible assets.

Net cash used in investing activities amounted to \$47.1 million in 2011, primarily attributable to net placement of term deposits of \$47.1 million and purchase of domain name use right (www.nq.com) of \$1.6 million, partially offset by proceeds from the repayment of the advance to a mobile payment service provider of \$2.2 million.

Net cash used in investing activities amounted to \$9.5 million in 2010, primarily attributable to placement of term deposits of \$11.3 million, a loan advanced to a mobile payment service provider of \$2.3 million and disbursement of housing loans to employees of \$1.8 million, partially offset by maturity of term deposits of \$2.2 million, proceeds from disposal of available-for-sale investments of \$2.2 million and proceeds from the repayment of the advance to a mobile payment service provider of \$1.9 million.

Net cash provided by investing activities amounted to \$2.7 million in 2009, primarily attributable to the proceeds from disposal of available for sale investments of \$4.4 million and maturities of term deposits of \$5.9 million, partially offset by placement of term deposit of \$4.0 million, purchase of short-term investments of \$2.2 million and a loan advanced to a mobile payment service provider of \$1.8 million.

Financing Activities

Net cash provided by financing activities amounted to \$82.7 million in 2011, primarily attributable to the proceeds of \$82.9 million from our initial public offering, partially offset by the listing expenses of \$3.9 million.

Net cash provided by financing activities amounted to \$28.9 million in 2010, attributable to proceeds of \$17.0 million from the issuance of Series C convertible redeemable preferred shares and proceeds of \$11.9 million from the issuance of Series C-1 convertible redeemable preferred shares.

Net cash provided by financing activities amounted to approximately \$72,000 in 2009, attributable to a minority investment in Fuzhou NetQin by a third party.

Capital Expenditures

We made capital expenditures of \$0.4 million, \$0.6 million and \$2.3 million for the years ended December 31, 2009, 2010 and 2011, respectively. In the past, our capital expenditures were primarily used to purchase servers and other equipment, software and other intangible assets (such as the domain name www.nq.com) for our business. Our capital expenditures may increase in the near term as our business continues to grow.

C. Research and Development, Patents and Licenses, Etc.

See “Item 4. Information on the Company — B. Business Overview — Research and Development” for a description of the research and development aspect of our business and “Item 4. Information on the Company — B. Business Overview — Intellectual Property” for a description of the protection of our intellectual property.

Research and development expenses consist primarily of salaries and benefits for research and development personnel. We expect our research and development expenses to increase as we intend to hire more research and development personnel to increase performance levels of existing products and services and develop new products and services. We incurred \$2.3 million, \$3.0 million and \$5.1 million of research and development expenses in 2009, 2010 and 2011, respectively.

D. Trend Information

Other than as disclosed elsewhere in this annual report, we are not aware of any trends, uncertainties, demands, commitments or events since the beginning of our fiscal year 2011 that are reasonably likely to have a material effect on our net revenues, income from operations, profitability, liquidity or capital resources, or that would cause the disclosed financial information to be not necessarily indicative of future operating results or financial condition.